

Union Pacific Corporation



\$13

RECORDATION NO. 16410-14 FILED 1425

AUG 10 1989 -11 30 AM

INTERSTATE COMMERCE COMMISSION

Jack E. Jerrett
Senior Corporate Attorney

August 10, 1989

9-222A007

BY HAND

Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Ave., N.W.
Washington, D.C. 20423

Re: Lease Agreement, Dated June 21, 1989, Between
Union Pacific Railroad Company and Electro-Motive
Division, General Motors Corporation

Dear Ms. McGee:

Enclosed for filing and recordation under Section 11303 of Title 49 of the United States Code are five (5) executed original counterparts of a Lease Agreement Termination (Partial), effective as of August 10, 1989 (the "Termination"), between Electro-Motive Division, General Motors Corporation (the "Lessor") and Union Pacific Railroad Company (the "Lessee"). The primary document to which this is connected is a Lease Agreement, dated as of June 21, 1989 (the "Lease Agreement"), between the Lessor and the Lessee, which was filed with the Commission on July 5, 1989 and assigned Recordation No. 16410.

The names and addresses of the parties to the enclosed Lease Termination are as follows:

Owner-Lessor

Electro-Motors Division,
General Motors Corporation
9301 West 55th Street
LaGrange, Illinois 60525

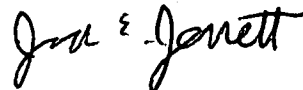
Lessee

Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

The Lease Termination provides for the termination of the Lease Agreement with respect to fifty (50) General Motors 60 Series Diesel-Electric Locomotives with road numbers UP6129, UP6133, UP6135, UP6139, UP6142, UP6144, UP6146, UP6148, UP6151, UP6153, UP6160 - UP6183, inclusive, UP6185, UP6186, UP6188 - UP6191, inclusive, UP6193, UP6195, UP6197, UP6199, UP6202, UP6204, UP6206, and UP6213 - UP6215, inclusive. The Lease Termination further provides that the Lease Agreement shall remain in full force and effect with respect to ten (10) General Motors 60 Series Diesel-Electric Locomotives having road numbers UP6184, UP6187, UP6192, UP6194, UP6196, UP6198, UP6200, UP6201, UP6203, and UP6205.

I have also enclosed a check for \$13.00 to the order of the Interstate Commerce Commission to cover the fees associated with the filing and recordation of the enclosed Lease Termination. Please time and date stamp four of the enclosed counterparts along with the enclosed extra copy of this letter as proof of filing and recordation of the enclosed documents and return the same to me.

Sincerely,



Jack E. Jerrett
Counsel for Union
Pacific Railroad Company

JEJ:nr
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

8/10/89

OFFICE OF THE SECRETARY

Jack E. Jerrett
Union Pacific Corporation
Martin Tower
Eighth & Eaton Ave.
Bethlehem PA. 18018

Dear: **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **8/10/89**, at **11:30am**, and assigned recordation number(s). **16410-A**

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

LEASE AGREEMENT TERMINATION
(PARTIAL)

RECORDATION NO. 16410-1A FILED 1989

AUG 10 1989 -11 30 AM

INTERSTATE COMMERCE COMMISSION

This terminates the Lease Agreement, dated June 21, 1989, ("Lease") between Union Pacific Railroad Company ("Railroad") a Utah corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation only with respect to the following locomotives: as defined in Exhibit A, attached (hereinafter referred to as "Terminated Equipment"). The Lease and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to locomotives 6184, 6187, 6192, 6194, 6196, 6198, 6200, 6201,
6203 and 6205 continues in full force and effect.

WHEREAS, Railroad and EMD executed a Lease Agreement, dated June 21, 1989, relating to the equipment described in Exhibit A hereto ("Locomotives");

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on July 5, 1989 at 10:15 a.m. Recordation No. 16410.

WHEREAS, the parties hereto desire to terminate and cancel the Lease with respect to the Terminated Equipment and to record this termination and cancellation;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows:

1. Railroad and EMD hereby terminate and cancel the Lease, effective August 10, 1989 with respect to the Terminated Equipment.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment constituted by the Lease.
3. The parties agree that the Lease and the above mentioned recordation with the ICC shall continue in full force and effect with respect to locomotives 6184, 6187, 6192, 6194, 6196, 6198,
6200, 6201, 6203 and 6205.
4. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

UNION PACIFIC RAILROAD COMPANY

Attest:

J F Pooty Jr

By:

John S. Kane

Title:

Assistant Treasurer

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

Attest:

Kearl

By:

John W. Jarrell

Title:

John W. Jarrell
Vice President & General Manager

EXHIBIT A

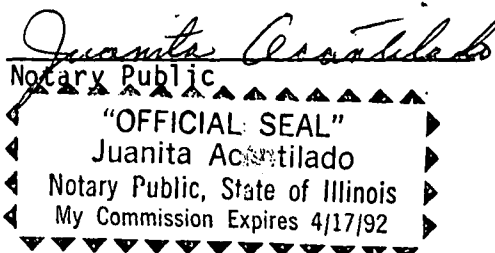
Road Number	Locomotive Sell Price
6129	\$1,267,185.00
6133	\$1,267,185.00
6135	\$1,267,185.00
6139	\$1,267,185.00
6142	\$1,274,985.00
6144	\$1,274,985.00
6146	\$1,274,985.00
6148	\$1,274,985.00
6151	\$1,274,985.00
6153	\$1,274,985.00
6160	\$1,307,885.00
6161	\$1,307,885.00
6162	\$1,307,885.00
6163	\$1,307,885.00
6164	\$1,307,885.00
6165	\$1,307,885.00
6166	\$1,307,885.00
6167	\$1,307,885.00
6168	\$1,307,885.00
6169	\$1,307,885.00
6170	\$1,307,885.00
6171	\$1,307,885.00
6172	\$1,307,885.00
6173	\$1,307,885.00
6174	\$1,307,885.00
6175	\$1,307,885.00
6176	\$1,307,885.00
6177	\$1,307,885.00
6178	\$1,307,885.00
6179	\$1,307,885.00
6180	\$1,307,885.00
6181	\$1,307,885.00
6182	\$1,307,885.00
6183	\$1,307,885.00
6185	\$1,307,885.00
6186	\$1,307,885.00
6188	\$1,307,885.00
6189	\$1,307,885.00
6190	\$1,307,885.00
6191	\$1,307,885.00
6193	\$1,307,885.00
6195	\$1,307,885.00
6197	\$1,307,885.00
6199	\$1,307,885.00
6202	\$1,307,885.00
6204	\$1,307,885.00
6206	\$1,307,885.00
6213	\$1,307,885.00
6214	\$1,307,885.00
6215	\$1,307,885.00

State of Illinois)
County of Cook) ss.

On this 8th day of August, 1989, before me personally appeared John W. Jarrell, to me personally known, who, being by me duly sworn, did say that he is a Vice President & General Manager of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:

April 17, 1992



State of Pennsylvania)
County of Lehigh) ss.

On this 9th day of August, 1989, before me personally appeared John B. Larson, to me personally known, who, being by me duly sworn, did say that he is an Assistant Treasurer of the Union Pacific Railroad Company, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Frances Karlowitch
Notary Public

My commission expires:

